

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS, THE  
AUDIT COMMITTEE, THE COMPENSATION COMMITTEE, THE  
NOMINATING AND GOVERNANCE COMMITTEE,  
AND THE SCIENCE AND TECHNOLOGY COMMITTEE OF  
VAXART, INC.**

**November 21, 2024**

The undersigned, constituting all the members of the Board of Directors (the “*Board*”) and all of the members of the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, and the Science and Technology Committee of the Board (the “*Committees*”) of Vaxart, Inc., a Delaware corporation (the “*Company*”), pursuant to Section 141(f) of the Delaware General Corporation Law, hereby make the following recitals and adopt the following resolutions by unanimous written consent in lieu of a meeting.

**Review and Recommendation by the Audit Committee, the Compensation Committee, and the Science and Technology Committee of Changes to Charters**

**WHEREAS**, the Audit Committee, the Compensation Committee, and the Science and Technology Committees, pursuant to each Committee’s charter, has the responsibility to review their respective charters at least annually and recommend any proposed changes to the Board for consideration and approval.

**WHEREAS**, the Audit Committee has reviewed its charter, in consultation with management and internal and external legal counsel, and desires to recommend changes to the charter (the “*Revised Audit Committee Charter*”) to the Board for review and approval, attached hereto as Exhibit A.

**WHEREAS**, the Compensation Committee has reviewed its charter, in consultation with management and internal and external legal counsel, and desires to recommend changes to the charter (the “*Revised Compensation Committee Charter*”) to the Board for review and approval, attached hereto as Exhibit B.

**WHEREAS**, the Science and Technology Committee has reviewed its charter, in consultation with management and internal and external legal counsel, and desires to recommend changes to the charter (the “*Revised Science and Technology Committee Charter*”) to the Board for review and approval, attached hereto as Exhibit C.

**NOW, THEREFORE, BE IT RESOLVED**, that the Audit Committee, the Compensation Committee, and the Science and Technology Committee hereby recommend their revised, respective committee charters to the Board for review and approval.

**Board Approval of Revised Committee Charters**

**WHEREAS**, the Audit Committee, the Compensation Committee, and the Science and Technology Committee have reviewed and recommended to the Board certain changes to their respective charters.

**WHEREAS**, the Board has reviewed and considered, in consultation with management and internal and external legal counsel, the form and provisions of the proposed Revised Audit Committee

Charter, the proposed Revised Compensation Committee Charter, and the proposed Revised Science and Technology Committee Charter (collectively, the “*Revised Charters*”).

**WHEREAS**, the Board believes that it would be in the best interests of the Company and its stockholders to adopt the Revised Charters.

**NOW, THEREFORE, BE IT RESOLVED**, that the Revised Charters be, and each of them is hereby, authorized, approved, and adopted in all respects, effective as of the date hereof.

**FURTHER RESOLVED**, that each of the Revised Charters be posted on the Company’s website.

**Review and Recommendation by the Audit Committee of Changes to Related Party Transactions Policy and Internal Procedures for Handling Reports Regarding Accounting, Internal Accounting Controls, or Auditing Matters**

**WHEREAS**, the Audit Committee, pursuant to the Company’s Related Party Transactions Policy, has the responsibility to administer such Policy.

**WHEREAS**, the Audit Committee has reviewed the Company’s Related Party Transactions Policy, in consultation with management and internal and external legal counsel, and desires to recommend changes to such policy (the “*Revised Related Party Transactions Policy*”) to the Board for review and approval, attached hereto as Exhibit D.

**WHEREAS**, the Audit Committee, has established the Company’s Internal Procedures for Handling Reports Regarding Accounting, Internal Accounting Controls, or Auditing Matters.

**WHEREAS**, the Audit Committee has reviewed the Internal Procedures for Handling Reports Regarding Accounting, Internal Accounting Controls, or Auditing Matters, in consultation with management and internal and external legal counsel, and desires to recommend changes (the “*Revised Internal Procedures*”) to the Board for review and approval, attached hereto as Exhibit E.

**NOW, THEREFORE, BE IT RESOLVED**, that the Audit Committee hereby recommends each of the Revised Related Party Transactions Policy and the Revised Internal Procedures to the Board for review and approval.

**Board Approval of Revised Related Party Transactions Policy and Revised Internal Procedures**

**WHEREAS**, the Audit Committee has reviewed and recommended to the Board the Revised Related Party Transactions Policy and the Revised Internal Procedures.

**WHEREAS**, the Board has reviewed and considered, in consultation with management and internal and external legal counsel, the form and provisions of the proposed Revised Related Party Transactions Policy and the Revised Internal Procedures.

**WHEREAS**, the Board believes that it would be in the best interests of the Company and its stockholders to adopt the Revised Related Party Transactions Policy and the Revised Internal Procedures.

**NOW, THEREFORE, BE IT RESOLVED**, that the Revised Related Party Transactions Policy and the Revised Internal Procedures be, and each of them is hereby, authorized, approved, and adopted in all respects, effective as of the date hereof.

**Review and Recommendation by the Nominating and Governance Committee of Changes to Corporate Governance Principles**

**WHEREAS**, the Nominating and Governance Committee, pursuant to the Company’s Corporate Governance Principles, has the responsibility to review such Corporate Governance Principles at least annually and recommend appropriate changes to the Board for approval.

**WHEREAS**, the Nominating and Governance Committee has reviewed such Corporate Governance Principles, in consultation with management and internal and external legal counsel, and desires to recommend changes to such Corporate Governance Principles (the “*Revised Corporate Governance Principles*”) to the Board for review and approval, attached hereto as Exhibit E.

**NOW, THEREFORE, BE IT RESOLVED**, that the Nominating and Governance Committee hereby recommends the Revised Corporate Governance Principles to the Board for review and approval.

**Board Approval of Revised Corporate Governance Principles**

**WHEREAS**, the Nominating and Governance Committee has reviewed and recommended to the Board the Revised Corporate Governance Principles.

**WHEREAS**, the Board has reviewed and considered, in consultation with management and internal and external legal counsel, the form and provisions of the proposed Revised Corporate Governance Principles.

**WHEREAS**, the Board believes that it would be in the best interests of the Company and its stockholders to adopt the Revised Corporate Governance Principles.

**NOW, THEREFORE, BE IT RESOLVED**, that the Revised Corporate Governance Principles be, and it is hereby, authorized, approved, and adopted in all respects, effective as of the date hereof.

**FURTHER RESOLVED**, that the Revised Corporate Governance Principles be posted on the Company’s website.

**Board Approval of Changes to Communications Policy and Social Media Policy**

**WHEREAS**, the Board has reviewed the Company’s Communications Policy in consultation with management and internal and external legal counsel, and has determined it is advisable and in the best interests of the Company to make changes to such policy (the “*Revised Communications Policy*”), attached hereto as Exhibit G.

**WHEREAS**, the Board has reviewed the Company’s Social Media Policy in consultation with management and internal and external legal counsel, and has determined it is advisable and in the best interests of the Company to make changes to such policy (the “*Revised Social Media Policy*”), attached hereto as Exhibit H.

**NOW, THEREFORE, BE IT RESOLVED**, that the Revised Communications Policy and the Revised Social Media Policy each be, and each of them is hereby, authorized, approved, and adopted in all respects, effective as of the date hereof.

**General Authorizing Resolutions**

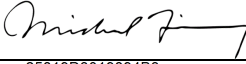
**FURTHER RESOLVED**, that each officer of the Company be, and each such officer is hereby, authorized and empowered, in the name and on behalf of the Company, to execute and deliver such additional agreements, instruments and documents, and to take or cause to be taken such other actions, as any one of them may determine to be necessary or advisable to implement the purposes and intent of the foregoing resolutions, each such agreement, instrument, and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as the officer or officers executing the same may approve, the execution and delivery of any such agreement, instrument, or document by any authorized officer or the taking of any such action to be conclusive evidence of such authorization and approval.

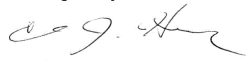
**FURTHER RESOLVED**, that any actions previously taken or caused to be taken by any of the proper officers of the Company in connection with any of the matters contemplated by the foregoing resolutions are hereby acknowledged to be duly authorized acts performed on behalf of the Company and are hereby ratified, confirmed, and adopted as such.

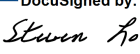
*[Signatures are on the following page]*

**IN WITNESS WHEREOF**, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors and the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, and the Science and Technology Committee of the Board of the Company as of the first date written above.

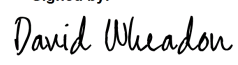
**DIRECTORS:**

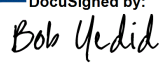
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Elaine J. Heron, Ph.D.

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Steven Lo

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W. Mark Watson, C.P.A.

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David Wheadon, M.D.

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Robert A. Yedid

**Exhibit A**

Revised Audit Committee Charter

**Exhibit B**

Revised Compensation Committee Charter

**Exhibit C**

Science and Technology Committee Charter



**Exhibit D**

Revised Related Party Transactions Policy

**Exhibit E**

Revised Internal Procedures

**Exhibit F**

Revised Corporate Governance Principles

**Exhibit G**

Revised Communications Policy

**Exhibit H**

Revised Social Media Policy